FORM D

UNITED STATES TES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

3235-0076 OMB Number:

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SEC USE ONLY

DATE RECEIVED

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (check if this is an amendm	ent and name has changed, and indicate change.)	
Integrated Photonics, Inc., Offering of up to	o 22,500 Shares of Series A Preferred Stock	
	le 504 Rule 505 Rule 506 Section 4(6)	ULOE RECEIVED
Type of Filing: New Filing Amendment	t	EST RECEIVED TO THE
	A. BASIC IDENTIFICATION DATA	1111 7 2 2004
1. Enter the information requested about the issue	r	
Name of Issuer (check if this is an amendment	and name has changed, and indicate change.)	
Integrated Photonics, Inc.		179/6/
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (including Area/Code)
2920 Commerce Blvd., Birmingham, Alab	ama 35210	(205) 951-1807
Address of Principal Business Operations	(Number and Street, City. State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	CONTRACTO LEPTECTO CERTALES POR CERTA PROCEDURA DE LEPTA POR CO	
Brief Description of Business		PPOCES
Development, marketing and sale of oxide	crystal products and technology.	PROCESSED JUL 2 0 2004 Diease specify): THOMSO
Type of Business Organization		30L 20 2004 _
- Limit		please specify):
business trust limite	d partnership, to be formed	THOMSON E
	Month Year	- THE PART OF THE
Actual or Estimated Date of Incorporation or Organic		mated
	r two-letter U.S. Postal Service abbreviation for State:	
	N for Canada; FN for other foreign jurisdiction)	D E
GENERAL INSTRUCTIONS		

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission. 450 Fifth Street. N.W. Washington, D.C 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

				BASIC IDE	NTIE	TCATION DATA				
2. Enter the information re • Each promoter of the • Each beneficial owner • Each executive office • Each general and ma	having r and	r, if the issu g the power director of c	er has to vote	been organized with or dispose, or direct the issuers and of co	t the v	ote or disposition of				of equity securities of the issuer. ship issuers; and
Check Box(es) that Apply:		Promoter	X	Beneficial Owner	X	Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last name first, if	indivi	dual)								
David, Robert T.										
Business or Residence Address 2920 Commerce Blvd.,	er calua.	2000a - 2000a - 200	19628.894	PROFESSION CORRESPONDENCE CONTRACTOR	e)					
Check Box(es) that Apply:		Promoter		Beneficial Owner	X	Executive Officer	×	Director		General and/or Managing Partner
Full Name (Last name first, if	indivi	dual)								
Licht, Steve J. Business or Residence Addre	ess (Ni	umber and S	street,	City, State, Zip Cod	e)					
132 Stryker Lane, Hills		anama mm	Acres and a							
Check Box(es) that Apply:		Promoter	3.3	Beneficial Owner	X	Executive Officer		Director	1111	General and/or Managing Partner
Full Name (Last name first, if	indivi	dual)								
Berkstresser, George W										
Business or Residence Addr	e une	en e na en al anti-	us saarge	nam markan i manakan manakan dari dari dari dari dari dari dari dari	e)	ance complete antiques as the	profile profile	Marchine na estanta		manto che a susem nuncio do primo mentro, verme de vem somme
132 Stryker Lane, Hills	boroı	igh, New	Jerse	7 08844						
Check Box(es) that Apply:		Promoter	X	Beneficial Owner	X	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if	indivi	dual)								
Slocum, Robert E. Business or Residence Addr	ess (Ni	umber and S	Street,	City, State, Zip Cod	e)			1. 1066 1644 1070 10 - 111		
1820 Glenville Drive, S	1990 1 3 40	de la compact transport de la compact de la	1.00	r ringular in paralaga and a service and a service and	i N					
Check Box(es) that Apply:		Promoter		Beneficial Owner	X	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it	indivi	dual)								
Fratello, Vincent J.										
Business or Residence Addr	ess (N	umber and S	Street,	City, State, Zip Cod	e)		50 1 2 5 5 5 T			
132 Stryker Lane, Hills	borou	igh, New	Jerse							
Check Box(es) that Apply:	6,8	Promoter		Beneficial Owner	X	Executive Officer		Director	200	General and/or Managing Partner
Full Name (Last name first, if	indivi	dual)								
Huang, Yonglin	ar Pr		a Bi		710				THE	
Business or Residence Addr	ess (N	umber and S	Street,	City, State, Zip Cod	e)					
518 Vista Spring Court	, Mil	pitas, Cali	forni							
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last name first, it	indivi	dual)								
Austrian, Neil Business or Residence Addr	ess (N	umber and S	Street,	City, State, Zip Cod	e)					
22 Ballwood Road, Old	d Gree	enwich, C	T 068	370					Lid	

				BASIC IDE	NTIF	ICATION DATA				
2. Enter the information re	equeste	d for the fol	llowing	g:						
 Each promoter of the 	e issuei	r, if the issu	er has	been organized wit	thin th	ne past five years,				
 Each beneficial owner 	r havin	g the power	to vote	e or dispose, or direc	t the v	ote or disposition of	, 10%	or more of	a class	of equity securities of the issuer.
 Each executive office 	er and	director of c	orpora	ate issuers and of co	rporat	te general and mana	ging p	artners of p	artner	ship issuers; and
 Each general and ma 	nagin	g partner of	partn	ership issuers.						
Check Box(es) that Apply:		Promoter	Ę	Beneficial Owner		Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last name first, it	f indivi	dual)	· 							
Dunn, Bradford H.										
Business or Residence Addr	a materials	13,8,100,0,000,000	SHALL SHA	CONTRACTOR PROGRESSION OF STREET	e)	usas megalinerasosas carril	- 14834			Senden et segen et soner estant kontro contro d'alles de la contro de la contro de la contro de la contro de l
2919 Canterbury Road	Birn	iingham, 1	Alaba	ma 35242						
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last name first, i	f indivi	dual)								
Tansill, Douglas T.										
Business or Residence Addr		o e concessor contrato e com-		aggreen augus augus augus augus entre	e)	rancana rantora herbani	La depart Cel	ader Caroler Californ	54 E. C. T. STR	z entressor consult valuación sa entresidad de entre de la company de entre de la company de entre de la compa
63 Willow Place, Unit	8, Va	il, Colorac	lo 81	657						
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	×	Director		General and/or Managing Partner
Full Name (Last name first, i	f indivi	dual)								
Twiford, J. Rainer										
Business or Residence Addr	ess (N	umber and S	Street,	City, State, Zip Cod	e)					
Two Metroplex Drive	III, Bi	rminghan	ı, Ala	ibama 35242						
Check Box(es) that Apply:		Promoter		Beneficial Owner	X	Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last name first, i	f indivi	dual)								
Abbott, Robert R.										
Business or Residence Addr	ress (N	umber and S	Street,	City, State, Zip Cod	e)		na e i mora			ratary products of the entire to the entire
132 Stryker Lane, Hills	sboroi	igh, New	Jerse	y 08844						
Check Box(es) that Apply:	Ţ.	Promoter		Beneficial Owner		Executive Officer		Director	II.	General and/or Managing Partner
Full Name (Last name first, i	f indivi	idual)							 -	
	Yara	ary talif					466	K. M. M.		
Business or Residence Add	ress (N	umber and S	Street,	City, State, Zip Cod	le)		22. 24.6.			No. 12 The Control of
	kilipi	ikariki	uti.							
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f indiv	idual)								
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Business or Residence Add	ress (N	umber and	Street,	City, State, Zip Cod	le)	g William (garden gestalen bestalen bestalen bestalen bestalen bestalen bestalen bestalen bestalen bestalen be	<u></u>	<u>r m gun</u>		<u>ang i san a ji na a kana ana ji na aji i na aji ji na ji ji na ji ji na ji ji na m</u>
	Major	4.1456								
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first,	if indiv	idual)								
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Business or Residence Add	<u> </u>	<u>e hijibe tilbe ett</u>	300 DE	City, State, Zip Cod	le)	<u> </u>	<u> </u>	<u>rodujų dieciliji</u>	andrei (15.	<u>, es publicações por esta esta esta esta esta esta esta esta</u>
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				В	. INFORM	ATION AB	OUT OFFEI	RING				
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I. Has the	e issuer so	ld, or does					d investors		_	•••••		X
							nn 2. if filin	_			- 988	
2. What is	the minin	num inves	tment that	will be ac	cepted froi	n any indi	vidual?	•••••		•••••		
3. Does th	ne offering	permit jo	int owners	hip of a si	ngle unit?						Yes	No
commis If a pers or states	sion or sim son to be list, list the na	nilar remur sted is an a ame of the	neration for associated p broker or d	solicitation erson or ag lealer. It m	n of purcha gent of a br ore than fiv	sers in con oker or dea ve (5) perso	Il be paid ounection with aler register ons to be lister or dealer or	h sales of s ed with the ted are asso	ecurities in SEC and/	n the offeri or with a s	ng. tate	
Full Name	(Last nam	e first, if ir	ndividual)									
			ng Agent)									
Access to a contract to the contract of the co		and the contract of the contract	(Number a	and the second of the second	and the second second second second	Zip Code)	i Aaramagaanaa eerro	en en anneae anneaeach	magner to establish	New Waltedon A	a judica di kacamatan	THE RESERVE
Name of A			irminghan Dealer	n, Alabam	na 35203							
Name of A	1880Clateu	Diokei Gi				ANGANA.		ublineti		Jacque Aug		
States in V	Which Pers	on Listed	Has Solicit	ed or Inter	ds to Solic	it Purchas	# ers	<u> </u>	te i 1945 compati	Harring Calabate Fall	i jitha, diazilira	
											[] <i>F</i>	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[X)]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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[MT]	[NE]	[NV]	[HN]	[NJ]	[NM]	[NY]	[NC]	[ND]	[HO]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TK N]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]		[WY]	[PR]
Full Name Business of			idividual) (Number a	and Street,	City, State		·)					
Name of A	Associated	Broker or	Dealer	e cert early man	offgrant review of the con-	har on becampen of	orn sive on many case	accesses of almost consist	A control to the control	erminikan atau ana a	PRINCE PROFESSION OF THE PRINCE OF THE PRINC	a : a more men and or v.
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			Has Solicit		nds to Solid	it Purchas	егѕ					
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	[NE] [SC]		(TN)	[NJ] [TX]	[MM] [UT]	[NY] [VT]	[NC] [VA]	[WA]		[WI]	[OR] [WY]	[PA] [PR]
F11 N	(T and :::	- G 'C'	.aiid: -1\									
Full Name	(Last nam		idividual)									
			(Number a	and Street,	City, State	, Zip Code	;) 			alustraicoras		
Name of A	Associated	Broker or	Dealer									
	212.46	MARKET.	rieta									
			Has Solicit									
(Chec	k "All Stat	tes" or che	ck individu	al States)							🗓 4	All States
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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	already exchanged. Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	S O	\$ 0
	Equity.	TTUE TELL SHARETHER	\$ 775,000
	Common 🔀 Preferred	<u> </u>	<u> </u>
	Convertible Securities (including warrants)	\$ <u>0</u>	S.0
	Partnership Interests	\$0	S 0
	Other (Specify	\$ 0	S 0
	Total	ra figures destruction and the second	\$ 775,000
	Answer also in Appendix, Column 3. if filing under ULOE.		
2. I	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "O" if answer is *'none" or "zero."		Aggregato
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors.	6	§ 775,000
	Non-accredited Investors	0	\$ 0
	Total (for filings under Rule 504 only)	0	\$ 0
	Answer also in Appendix, Column 4, if filing under ULOE.		
3. 1	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the		
	first sale of securities in this offering. Classify securities by type listed in Part C Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security	Dollar Amount Sold
	Type of Offering Rule 505		
	Type of Offering Rule 505	Security	
	Type of Offering Rule 505 Regulation A Rule 504	Security	
4	Type of Offering Rule 505	Security NA	
4	Type of Offering Rule 505	Security NA	
4	Type of Offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	Security NA	Sold S S S
4	Type of Offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	Security NA	Sold S S S S S S S S S S S S S S
4	Type of Offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs	Security NA	Sold S S S S S S S S S S S S S
4	Type of Offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees.	Security NA	Sold S S S S S S S S S S S S S
4	Type of Offering Rule 505	Security NA	Sold S S S S S S S S S S S S S
4	Type of Offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees. Accounting Fees Engineering Fees	Security NA	Sold S S S S S S S S S S S S S

	OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	
	b. Enter the difference between the aggregate offering price given in response to Part CQuestion 1 and total expenses furnished in response to Part CQuestion 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$1,965,000 \$ 1,880,600
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part CQuestion 4.b above.		
		Payments to Officers. Directors, & Affiliates	Payments to Others
	Salaries and fees	s	\$
	Purchase of real estate.		S S
	Purchase, rental or leasing and installation of machinery and equipment	S	S 1 1 1 1 1 1 1 1 1 1
	Construction or leasing of plant buildings and facilities	[] \$	S
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	S	S
	Repayment of indebtedness		s
	Working capital	S	X \$1,965,000
	Working capital Other (specify):	S	S
		S	S
	Column Totals	\$	$X_{1,965,000}$
	Total Payments Listed (column totals added)	∑ \$ <u>1</u>	,965 , 000
	D. FEDERAL SIGNATURE		
sigi	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commis information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Ru	sion, upon writter	
	tegrated Photonics, Inc. Signature Columbia Columbia Signature	Date 7/1/0	4
Nar	me of Signer (Print or Type) Title of Signer (Print or Type)		Maria El Maria Mar
D.	shert T. David President and Chief Executive Officer		

- ATTENTION ---

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C.1001.)

L		E. STATE SIGNATURE								
1.	Is any party described in 17 CFR 230.262 pre provisions of such rule?	sently subject to any of the disqualification	Yes	No 🗶						
	See .	Appendix, Column 5, for state response.								
2.	The undersigned issuer hereby undertakes to fur D (I 7 CFR 239.500) at such times as required	rnish to any state administrator of any state in which this notice is fill by state law.	ed a noti	ice on Form						
3.	The undersigned issuer hereby undertakes to furnish to the state administrators. upon written request, information furnished by the issuer to offerees.									
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.									
	er has read this notification and knows the conterthorized person.	ats to be true and has duly caused this notice to be signed on its behal	f by the t	undersigned						
	Print or Type) sted Photonics, Inc.	Signature Date 7 01	,4							
Name (Print or Type) Title (Print or Type)										

President and Chief Executive Officer

Robert T. David

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				API	PENDIX				
1	Intend to non-accinvestors (Part B-It	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X	Series A Preferred Stock, 2,250,000	05	700,000	0	0		X
AK									
AZ									
AR	Julija.								
CA									
СО		X	Series A Preferred Stock, 2,250,000	. 01	75,000	0	0		X
СТ									
DE									
DC									
FL									
GA									
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IL		45.545							
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KY									
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MD	Al salation								
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MI	Letting entry Letting entry						- Charles Taller Commercial		and M. M.
MN	10 1141	1000 C							E Marina.
MS				AN MARKALINE DE LA CALC					

				APPI	ENDIX				
1	Intend to non-ac investors (Part B-	to sell corredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Disqualification under State ULC (if yes, attach explanation of waiver granted) (Part E-Item I)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО									
MT	nan (iliya karan) nan papa karan								
NE									
NV									
NH									il Hi
NJ	College Colleg								
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ок									
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SD	Allowed to the second of the s								
TN		X	Series A Preferred Stock \$2,250,000	0	0	0	0		X
TX									79979 Lauren 79979 Laidh 127797 1
UT									
VT									
VA		aut file fak Projekte						Harry Carry Salakanani ya Tarri Salakanani ya	Parties of the second of the s
WA	1944 - 1944 1944 - 1944 1944 - 1944	grandii jab							the off
wv									
wı		X	Series A Preferred Stock \$2,250,000	0	0	0	0		X

	APPENDIX												
ı	:	2	3			4		5					
	Type of security and aggregate to non-accredited investors in State (Part B-Item 1) Type of security and aggregate offering price Type of investor and amount purchased in State (Part C-Item 1) (Part C-Item 2)					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Itern 1)							
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No				
WY													
PR		14-50-776in 14-50-776in 14-50-18-51											